

[REDACTED]

November 2, 1983

[REDACTED]

Mr. Wayne Kaplan
Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Room 300A
Washington, D.C. 20580

Dear Mr. Kaplan:

I contacted you by telephone on October 28, 1983 to ascertain the advice of the Federal Trade Commission (the "F.T.C.") regarding the application of the pre-merger filing requirement of the Hart Scott-Rodino Act to the following set of facts.

Our client, [REDACTED] together with another party (the "Buyers") will acquire from a group of sellers (all of which are included within the same Ultimate Parent Entity which Ultimate Parent Entity has over \$100,000,000 in assets) certain oil and gas properties (the "Assets") for a total purchase price of slightly less than \$24,000,000.00. The Buyers are not "affiliates" of each other as defined under Section 801.1(d) of Title 16 of the Code of Federal Regulations (the "Rules") and are not included within the same "person" as defined under Section 801.1(a)(1) of the Rules. Each Buyer will pay 50% of the total purchase price and will acquire an undivided 50% interest in the Assets.

Based on my phone conversation with you, it is my understanding that (i) the F.T.C. treats the transaction described above as two separate transactions with each Buyer acquiring somewhat less than \$12,000,000 in Assets; (ii) support for this interpretation by the F.T.C. may be derived, at least in

part, from the recent deletion of the phrase "or other group organized for any purpose" from the definition of entity under §801.1(a)(2) of the Rules; and (iii) since each Buyer will be acquiring Assets valued at less than \$15,000,000, the transaction will not be subject to the filing requirements of the Hart-Scott-Rodino Act.

If you disagree with any of the matters addressed in this letter, please contact me within two weeks from the date of this letter. If I hear nothing from you within such two week period, I will, in accordance with your oral instructions, regard the conclusions expressed herein as correctly representing the views of the F.T.C. and will advise my client accordingly. Please put some evidence of your receipt of this letter on the copy of the letter enclosed herein and return it to me in the enclosed self-addressed envelope.

Sincerely,

A dark, rectangular redacted area covering the signature and name of the sender.